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Franco Michael Form 4/A											
January 23, 201									PPROVAL		
FORM 4	UNITED	STATES					COMMISSIO				
Check this box Washington, D.C. 20549								Number:	3235-0287 January 31,		
if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Estimated burden hou response	2005 d average ours per		
obligations may continue <i>See</i> Instructio 1(b).	Section 17(a) of the I	Public U	Itility Hol	ding Co		of 1935 or Secti				
(Print or Type Resp	oonses)										
1. Name and Address of Reporting Person <u>*</u> Franco Michael J.			2. Issuer Name and Ticker or Trading Symbol VORNADO REALTY TRUST			-	5. Relationship of Reporting Person(s) to Issuer				
		[VNO]				(Check all applicable)					
C/O VORNADO REALTY 01				3. Date of Earliest Transaction (Month/Day/Year) 01/14/2019			Director 10% Owner X Officer (give title Other (specify below) below) EVP - Chief Investment Officer				
TRUST, 888 77			4 10 4			,					
Filed(Mont				ed(Month/Day/Year) Applicable I /16/2019 _X_Form fi			Applicable Line) _X_ Form filed by	or Joint/Group Filing(Check e) I by One Reporting Person by More than One Reporting			
NEW YORK, N	NY 10019						Person	More than One K	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	'ransaction Date onth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report of	on a separate line	for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tabl					posed of, or convertible	Beneficially Owner securities)	d			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Dav/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	· ·	Acquired (A) or Disposed of (D) (Instr. 3, 4,		(Instr. 3 and 4)	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Units (1)	<u>(1)</u>	01/14/2019		А	23,296	(2)	(2)	Common Shares	23,296
Restricted Units (1)	<u>(1)</u>	01/14/2019		А	11,632	(3)	(3)	Common Shares	11,632
AO RUs	<u>(4)</u>	01/14/2019		А	80,675	(5)	01/14/2029	Common Shares	80,675

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Rune / Runess	Director	10% Owner	Officer	Other				
Franco Michael J. C/O VORNADO REALTY TRUST 888 7TH AVENUE NEW YORK, NY 10019			EVP - Chief Investment Officer					
Signatures								
/s/ Steven Santora, Attorney	01/23	8/2019						

in Fact **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On January 14, 2019, the reporting person received a grant of restricted units (the "Restricted Units") of Vornado Realty L.P. (the "Operating Partnership"), the operating partnership of Vornado Realty Trust (the "Company" or "VNO"). The Restricted Units are a class of units of the Operating Partnership that following the occurrence of certain events and upon vesting are convertible by the holder into an

- (1) of units of the Operating Fathership that following the occurrence of certain events and upon vesting are convertible by the holder into an equivalent number of Class A Units of the Operating Partnership ("Class A Units"). Class A Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, common shares of the Company on a one-for-one basis or the cash value of such shares. This grant was previously reported on January 16, 2019.
- (2) The Restricted Units vest in equal portions over a four-year period with the initial vesting occurring on January 10, 2020.
- (3) The Restricted Units vest immediately on January 14, 2019. The reporting person's Form 4 filed on January 16, 2019 previously listed these Units as vesting in equal portions over a four year period with the initial vesting occurring on January 10, 2020.

On January 14, 2019, the reporting person received a grant of appreciation only restricted units (the "AO RUs") of the Operating Partnership. The AO RUs are a class of units of the Operating Partnership that, following the occurrence of certain events and upon vesting, are convertible by the holder into an equivalent number of Class A Units determined by reference to the increase in the value of a

(4) VNO common share at the time of conversion over the value of a VNO common share at the time of grant. Class A Units of the Operating Partnership are redeemable by the holder for cash or, at the Company's election, common shares of the Company on a one-for-one basis or the cash value of such shares. This grant was previously reported on January 16, 2019.

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The AO RUs vest in equal portions over a four-year period with the initial vesting occurring on January 10, 2020; provided, however, that if VNO common shares do not trade on the principal exchange on which the common shares are listed for 20 consecutive trading days

(5) during the four-year period commencing on the grant date of the AO RUs at a price that is at least 110% of value of a VNO common share on the date of grant of the AO RUs then the AO RUs will have lapsed and have no value. The right to convert the AO RUs into Class A units has a maximum term of 10 years. The right to redeem Class A Units does not have an expiration date. The reporting person's Form 4 filed on January 16, 2019 inadvertently omitted a portion of this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.